

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE PAYMENT CARD INTERCHANGE FEE
AND MERCHANT DISCOUNT ANTITRUST
LITIGATION

Master File No: 05-MD-1720 (JG)(JO)

STIPULATION FOR LEAVE TO AMEND

This Document Relates To:

*The Kroger Co., et al v. Visa U.S.A., Inc.,
et al*, Case No: 1:05-CV-05078 (E.D.N.Y.)

*The Kroger Co., et al v. MasterCard
Incorporated, et al*, Case No: 1:06-CV-00039
(E.D.N.Y.)

The Kroger Plaintiffs¹ and the Visa Defendants² and MasterCard Defendants³, pursuant to Fed.R.Civ.P. 15(a)(2), stipulate and agree to the Kroger Plaintiffs' request for leave to amend the Kroger Plaintiffs' Amended Complaints in the above-captioned cases to add as Plaintiffs H.E. Butt Grocery Company and The Great Atlantic & Pacific Tea Company, Inc. A copy of each Second Amended Complaint accompanies this Stipulation as Exhibits 1 and 2.

Rule 15(a)(2), Fed.R.Civ.P., provides that "a party may amend its pleading only with the opposing party's written consent or the court's leave. The court should freely give leave when justice so requires." Counsel for the Visa Defendants and the MasterCard Defendants have signed this Stipulation demonstrating their consent to the relief requested. The Amendment

¹ The Kroger Plaintiffs include The Kroger Co., Albertson's, Inc., Safeway Inc., Ahold U.S.A., Inc., Walgreen Co., and Delhaize America, Inc.

² The Visa Defendants include Visa U.S.A. Inc. and Visa International Service Association.

³ The MasterCard Defendants include MasterCard Incorporated and MasterCard International Incorporated.

sought by this Stipulation will not affect discovery or any pretrial milestones in the above-referenced cases, nor will it require any further responses to the operative complaints as so amended. The parties intend for H.E. Butt Grocery Company and The Great Atlantic & Pacific Tea Company, Inc. to be regarded as Plaintiffs in the above-referenced cases effective upon the Court accepting this Stipulation and granting the requested relief.

For the Court's convenience, a proposed Order accompanies this Stipulation for Leave to Amend as Exhibit 3. Upon entry of the Court's order approving these amendments, the attached Second Amended Complaints shall be filed in the above-captioned cases.

Dated: October 18, 2012

Respectfully submitted,

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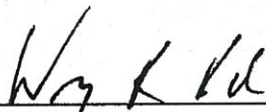
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CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was served on all counsel of record via ECF
on October 18, 2012.



William J. Blechman